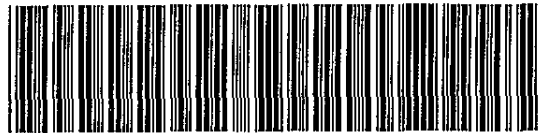


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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 23, 2003

ANDRENE B. FOSTER
10544 SW 18TH STREET
MIRAMAR, FL 33025

SUBJECT: A & W LOGISTICS, INCORPORATED
Ref. Number: W03000001998

We have received your document for A & W LOGISTICS, INCORPORATED and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 203A00004124

TRANSMITTAL LETTER

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03 FEB -6 AM 10: 50

TO: Registration Section
Division of Corporations

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

SUBJECT: A & W LOGISTICS, INCORPORATED

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ANDRENE B. FOSTER

(Name of Person)

A & W LOGISTICS, INC.

(Firm/Company)

10544 SW 18TH STREET

(Address)

MIRAMAR, FL 33025

(City/State and Zip code)

For further information concerning this matter, please call:

ANDRENE B. FOSTER

(Name of Person)

at (619) 428-8111

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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1. A & W LOGISTICS, INCORPORATED

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CALIFORNIA

(State or country under the law of which it is incorporated)

3. 71-0875536

(FEI number, if applicable)

4. APRIL 10, 2002

(Date of incorporation)

5. _____

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3774 LINDBERGH STREET, SAN DIEGO, CA 92154

(Principal office address)

3774 LINDBERGH STREET, SAN DIEGO, CA 92154

(Current mailing address)

8. BANKING PURPOSES/PAYROLL

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: TIME TRANSPORT, INC.

Office Address: 8542 NW 72ND STREET

MIAMI


(City)

, Florida 33166

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ANDRENE B. FOSTER

Address: 3774 LINDBERGH STREET
SAN DIEGO, CA 92154

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STATE
TALLAHASSEE, FLORIDA

Vice Chairman: WILLARD J. FOSTER

Address: 3774 LINDBERGH STREET
SAN DIEGO, CA 92154

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ANDRENE B. FOSTER

Address: 3774 LINDBERGH STREET
SAN DIEGO, CA 92154

Vice President: WILLARD J. FOSTER

Address: 3774 LINDBERGH STREET
SAN DIEGO, CA 92154

Secretary: ANDRENE B. FOSTER

Address: 3774 LINDBERGH STREET, SAN DIEGO, CA 92154

Treasurer: WILLARD J. FOSTER

Address: 3774 LINDBERGH STREET, SAN DIEGO, CA 92154

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Andrene B. Foster

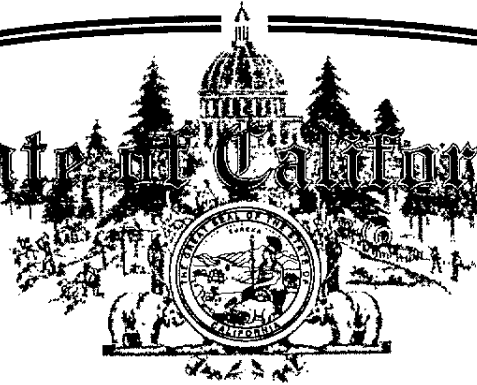
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Andrene B. Foster

(Typed or printed name and capacity of person signing application)

State of California



FILED

03 FEB -6 AM 10:50

ALLA WISE, FLORIDA

SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **4TH day of APRIL, 2002**, **A & W LOGISTICS, INC.** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

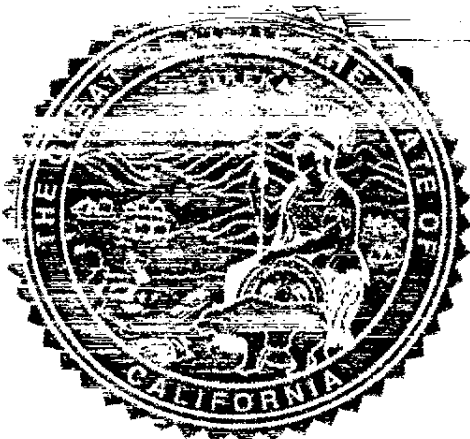
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of February 3, 2003.



Kevin Shelley
KEVIN SHELLEY
Secretary of State